

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

Ref. No. 839

CERTIFICATION OF COUNSEL

I, Matthew R. Pierce, counsel to the above-captioned debtors and debtors-in-possession (the “Debtors”), hereby certify as follows to the best of my knowledge, information and belief:

1. On March 8, 2023, the Debtors filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) the *Motion of Debtors for Entry of an Order (I) Authorizing and Approving Sale of Debtors’ Interests in Sequoia Capital Fund, L.P. Free and Clear of all Liens, Claims, Interests and Encumbrances; (II) Authorizing and Approving Debtors’ Entry into, and Performance Under, the Purchase and Sale Agreement; (III) Authorizing and Approving Assumption and Assignment of Certain Contracts; and (IV) Granting Related Relief* [D.I. 839] (the “Motion”).

2. On March 28, 2023, the Debtors filed the *Declaration of John J. Ray in Support of Motion of Debtors for Entry of an Order (I) Authorizing and Approving Sale of Debtors’ Interests in Sequoia Capital Fund, L.P. Free and Clear of all Liens, Claims, Interests and Encumbrances; (II) Authorizing and Approving Debtors’ Entry into, and Performance Under, the Purchase and Sale Agreement; (III) Authorizing and Approving Assumption and Assignment of Certain*

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

Contracts; and (IV) Granting Related Relief [D.I. 1169] and the Declaration of Athra Al Zaabi in Support of Motion of Debtors for Entry of an Order (I) Authorizing and Approving Sale of Debtors' Interests in Sequoia Capital Fund, L.P. Free and Clear of all Liens, Claims, Interests and Encumbrances; (II) Authorizing and Approving Debtors' Entry into, and Performance Under, the Purchase and Sale Agreement; (III) Authorizing and Approving Assumption and Assignment of Certain Contracts; and (IV) Granting Related Relief [D.I. 1170] (collectively, the "Supplemental Declarations").

3. As of the date hereof, no formal objections or other responses to the Motion have been filed or served on the Debtors. The Debtors received informal comments (the "Informal Comments") from the Office of the United States Trustee (the "U.S. Trustee"), the Official Committee of Unsecured Creditors appointed in these chapter 11 cases (the "Committee") and the Securities and Exchange Commission (the "SEC").

4. To resolve the Informal Comments, the Debtors filed the Supplemental Declarations and revised the proposed form of order (the "Revised Order"), a copy of which is attached hereto as **Exhibit A**. A copy of the Revised Order compared against the proposed form of order attached to the Motion is attached hereto as **Exhibit B**. The Revised Order has been circulated to the U.S. Trustee, the Committee, the SEC and Al Nawwar Investments RSC Limited (collectively, the "Parties"). The Parties have no objection to the entry of the Revised Order. In accordance with the Court's electronic order processing procedures, a clean copy of the Revised Order shall be uploaded to CM/ECF.

5. Accordingly, the Debtors respectfully request that the Court enter the Revised Order at its earliest convenience.

Dated: March 28, 2023
Wilmington, Delaware

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/s/ Matthew R. Pierce

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